

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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| GOLDMAN, SACHS & CO., | : | |
| | : | |
| Plaintiff, | : | 13 CV 1319 (PAC) |
| | : | |
| -vs- | : | |
| | : | |
| NORTH CAROLINA MUNICIPAL | : | ECF Case |
| POWER AGENCY NUMBER ONE, | : | |
| | : | |
| Defendants. | : | |
| <hr/> | | X |

JOINT STIPULATION AND
[PROPOSED] ORDER DISMISSING CLAIMS WITH PREJUDICE

WHEREAS, Plaintiff Goldman, Sachs & Co. ("Goldman Sachs") and Defendant North Carolina Municipal Power Agency Number One ("NCMPA1" and, together with Goldman Sachs, the "Parties") have reached a settlement disposing of all claims in the above-captioned action ("Action");

WHEREAS, the settlement between the Parties has been reduced to writing in a document executed on [date] ("Settlement Agreement"); and

WHEREAS, the Parties have agreed that, with the Court's consent, the Court shall retain jurisdiction to enforce the Settlement Agreement;

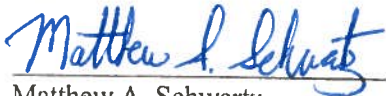
NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED, by and between the Parties, through their undersigned counsel, that:

1. Pursuant to Federal Rule of Civil Procedure 41(a)(1)(A)(ii), this Action and all claims asserted herein shall be, and hereby are, dismissed with prejudice, with each of the Parties to bear its own costs and attorneys' fees; and

2. The Court shall retain jurisdiction to enforce the settlement agreement between the parties.

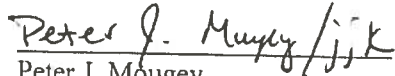
SO STIPULATED AND AGREED.

Dated: October 29, 2015
New York, New York



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*Attorney for Defendant
North Carolina Municipal
Power Agency Number One*

IT IS SO ORDERED:

New York, New York

PAUL A. CROTTY
UNITED STATES DISTRICT JUDGE

Dated: _____